

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/15/1999		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sendmail, Inc.		01/15/1999	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sendmail, Inc.		
<b>Street Address:</b>	6475 Christie Avenue, Suite 350		
<b>City:</b>	Emeryville		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94608		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2407602	SENDMAIL	
<b>Registration Number:</b>	2410896	SENDMAIL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)576-0300		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	415-576-0200		
<b>Email:</b>	jcbaum@townsend.com		
<b>Correspondent Name:</b>	John C. Baum		
<b>Address Line 1:</b>	Two Embarcadero Center, 8th Floor		
<b>Address Line 2:</b>	Townsend and Townsend and Crew LLP		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111		
<b>ATTORNEY DOCKET NUMBER:</b>	019462-000100US		
<b>NAME OF SUBMITTER:</b>	John C. Baum		

CH \$65.00 2407602

**900178817**

**TRADEMARK  
 REEL: 004433 FRAME: 0943**

Signature:	/John C. Baum/
Date:	12/15/2010
Total Attachments: 9 source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif source=Merger#page7.tif source=Merger#page8.tif source=Merger#page9.tif source=Merger#page10.tif	

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ENDORSED  
FILED

PAGE 1  
in the office of the Secretary of State  
of the State of California

*State of Delaware*  
**Office of the Secretary of State**

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JAN 20 1999.

*Bill Jones*  
Bill Jones, Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:  
"SENDMAIL, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "SENDMAIL, INC." UNDER THE NAME OF "SENDMAIL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9528713

DATE: 01-19-99

**TRADEMARK**  
**REEL: 004433 FRAME: 0945**

**CERTIFICATE OF OWNERSHIP AND MERGER**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Sendmail, Inc., a California corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into Sendmail, Inc., a Delaware corporation and the wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), does hereby certify:

**FIRST:** That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

**SECOND:** That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

**THIRD:** That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by the members thereof and dated as of December 15, 1998, approving the Merger and this Certificate of Ownership and Merger.

**FOURTH:** That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent under the provisions of section 603 of the California Corporations Code.

**IN WITNESS WHEREOF,** Parent Corporation has caused this certificate to be signed by Robert Gorlin, its Chief Financial Officer, Treasurer and Vice President, Finance and Administration, this 15<sup>th</sup> day of January, 1999.

**SENDMAIL, INC.**  
a California corporation

By: 

Robert Gorlin  
Chief Financial Officer, Treasurer and  
Vice President, Finance and Administration

EXHIBIT A

**ACTION BY WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
SENDMAIL, INC.,  
a Delaware Corporation**

The undersigned, constituting the members of the Board of Directors of Sendmail, Inc., a Delaware corporation (the "Company"), pursuant to Section 141(f) of the Delaware General Corporation Law, hereby adopt the following resolutions by written consent:

1. Certificate of Incorporation

**RESOLVED**, that the Certificate of Incorporation of the Company filed with the Delaware Secretary of State on or about December 15, 1998 be, and it hereby is, ratified and affirmed.

2. Incorporation Expenses

**RESOLVED**, that the officers of this Company be, and they hereby are, authorized and directed to pay the expenses of the incorporation and organization of this Company.

3. Adoption of Bylaws; Board Size

**RESOLVED**, that the Bylaws be, and the same hereby are, adopted as Bylaws of and for this Company;

**RESOLVED FURTHER**, that the Secretary of this Company be, and he hereby is, authorized and directed to execute a Certificate of Adoption of the Bylaws, to insert the Bylaws as so certified in the Company's Minute Book and to see that a copy of the Bylaws, similarly certified, is kept at the Company's principal office, as required by law; and

**RESOLVED FURTHER**, that pursuant to Section 1 of Article III of the Bylaws of the Company, the Board of Directors shall be fixed from time to time by action of the directors.

4. Election of Officers

**RESOLVED**, that the following persons be, and they hereby are, elected as officers of the Company, to serve until the annual meeting or until their successors are duly elected and have qualified:

Gregory S. Olson	President and Chief Executive Officer
Eric P. Allman	Chief Technology Officer, Vice President, Engineering and Secretary
Kathy F. Opeke	Vice President, Services
Richard Guth	Vice President, Marketing
Jon C. Haass	Vice President, Business Development
Robert Gorlin	Chief Financial Officer, Treasurer, and Vice President, Finance and Administration
Maureen Murphy	Vice President, Sales

5. Corporate Seal

RESOLVED, that the standard form of corporate seal be, and it hereby is, adopted as the seal of this Company.

6. Designation of Depository

RESOLVED, that the President, the Chief Financial Officer and the Treasurer of the Company be, and they hereby are, authorized:

- (a) To designate one or more banks or similar financial institutions as depositories of the funds of the Company;
- (b) To open, maintain, and close general and special accounts with any such depositories;
- (c) To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Company as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the Company authorized to make such deposits and to endorse checks, drafts, and other instruments for deposit;
- (d) To designate, change, or revoke, the designation, from time to time of the officer or officers or agent or agents of the Company authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Company against any funds deposited in any such accounts;
- (e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures;

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable and to complete, execute, and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution;

**RESOLVED FURTHER**, that all form resolutions required by any such depository be, and they hereby are, adopted in such form used by such depository, and that the Secretary be, and she hereby is, authorized to certify such resolutions as having been adopted at this meeting and that the Secretary be, and she hereby is, directed to insert a copy of any such form resolutions in the Minute Book immediately following these minutes; and

**RESOLVED FURTHER**, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Company be, and it hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board of Directors of the Company.

7. Fiscal Year

**RESOLVED**, that the fiscal year of this Company shall end on the 31<sup>st</sup> day of the month of December each year.

8. Principal Office

**RESOLVED**, that the principal executive offices of this Company shall initially be at 6603 Shellmound Street, Emeryville, CA 94608.

9. Ratification of Actions

**RESOLVED**, that the prior acts made on behalf of the Company by the sole incorporator be, and the same hereby are, ratified and approved as act of the Company.

10. Management Powers

**RESOLVED**, that the officers of this Company be, and they hereby are, authorized to sign and execute in the name and on behalf of the Company all applications, contracts, leases, and other deeds and documents or instruments in writing of whatsoever nature which may be required in the ordinary course of business of this Company and which may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the businesses of this Company, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Company and its business.

11. Stock Certificates

**RESOLVED**, that the officers of this Company be, and they hereby are, authorized to adopt proper form and stock certificates representing common shares of this Company; that each such certificate shall bear the name of this Company, the number of shares represented thereby, the name of the owner of such shares, and the date such shares were issued;

**RESOLVED FURTHER**, that such stock certificates shall be consecutively numbered as follows. The certificates of Common Stock shall begin with ACS-1, and the certificates of Series A Preferred Stock and Series B Preferred Stock shall begin with APA-1 and APB-1 respectively. All stock certificates shall be issued only when the signature of the Chief Executive Officer and the President and Secretary or other such officers as provided in Section 158 of the Delaware Corporation Law, and the corporate seal (if one has been adopted) are affixed thereto. Stock certificates may also bear other wording related to the ownership, issuance and transferability of the shares represented thereby and that the Secretary is instructed to annex the form of certificate to these minutes.

12. Sale of Common Stock

**RESOLVED**, that the Board of Directors of the Company hereby determines, after consideration of all relevant factors, that the fair market value of the Company's Common Stock as of the date hereof is equal to \$0.001 per share, the par value of the Common Stock;

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to sell and issue an aggregate of 1000 shares of its Common Stock at an aggregate purchase price of \$0.001 per share, payable in cash, to Sendmail, Inc., a California corporation:

**RESOLVED FURTHER**, that the sale and issuance of Common Stock to the above-named entity shall be conditioned upon the receipt by the Company of (a) the purchase price of said Stock pursuant to the appropriate documentation, and provided, that the Chief Executive Officer and President of the Company hereby are, authorized and directed, to amend, alter or revise, the form of documentation required as is deemed necessary or appropriate, in the sole discretion of such officers, to accurately reflect the terms of the contemplated sale of Common Stock to the purchaser;

**RESOLVED FURTHER**, that the shares of Common Stock authorized to be sold and issued by the Company shall be offered and sold in accordance with the terms of the exemption from qualification provided for in Section 25102(f) of the California Corporations Code; and

**RESOLVED FURTHER**, that the proper officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further action and execute such documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.



13. Merger of Sendmail, Inc., a California corporation, into Sendmail, Inc., a Delaware corporation

WHEREAS, the Company was initially created as a wholly owned subsidiary of Sendmail, Inc. a California corporation ("Sendmail-California"), in connection with a reincorporation of Sendmail-California; and

WHEREAS, the Plan of Reorganization (within the meaning of Internal Revenue Code Section 368) adopted by Sendmail-California contemplates that the Company would acquire all of the assets and assume all of the liabilities of Sendmail-California, the parent corporation, in a merger of Sendmail-California with and into the Company, and that the Company, the Delaware subsidiary, would be the surviving corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger (the "Merger Agreement"), and all transactions described therein, be, and they hereby are, adopted and approved, with such changes as may be approved by the Chief Executive Officer of the Company in his sole discretion, his signature on such document to constitute conclusive evidence of such approval;

RESOLVED FURTHER, that the effective date of the Merger (the "Effective Date") shall be the date of filing of the Merger Agreement in the Office of the Secretary of State of Delaware;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Merger;

RESOLVED FURTHER, that the Merger Agreement, the Certificate and the Bylaws of the Company, and such other documents and proposals including, without limitation, any related certificates necessary to effect the Merger, be submitted to Sendmail-California as the sole stockholder of the Company for approval and that each of the officers of the Company be, and hereby are, authorized and directed to prepare and submit said documentation to such stockholder for its approval;

RESOLVED FURTHER, that, subject to obtaining the requisite approval of the Merger Agreement by Sendmail-California as the sole stockholder of the Company, the Chief Executive Officer and President of the Company be, and hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute and deliver the Merger Agreement to Sendmail-California in substantially the form approved herein by the Board or such other form as the Board and Sendmail-California as sole stockholder shall hereafter approve, under which the Company would effect the Merger, (ii) to consummate all the transactions contemplated by the Merger Agreement, on the terms set forth in the Merger Agreement and pursuant to such other

agreements, and any amendments thereto, as the officers executing such may in their discretion deem reasonable and appropriate, and (iii) to prepare and cause to be filed the Merger Agreement and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the laws applicable to consummate the Merger;

**RESOLVED FURTHER**, that, upon the Effective Date of the Merger and pursuant to the terms of the Merger Agreement, the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to exchange and issue (i) two (2) fully paid and nonassessable shares of the Company's Common Stock, par value \$.001 per share, for every one (1) outstanding share of Sendmail-California's Common Stock, (ii) two (2) fully paid and nonassessable shares of the Company's Series A Preferred Stock, par value \$.001 per share, for every one (1) outstanding share of Sendmail-California's Series A Preferred Stock, and (iii) two (2) fully paid and nonassessable shares of the Company's Series B Preferred Stock, par value \$.001 per share, for every one (1) outstanding share of Sendmail-California's Series B Preferred Stock; provided that no fractional share interests of the Company's Common or Preferred Stock shall be issued but shall instead be paid in cash or check by the Company to the holder of such shares in that amount equal to the fair market value of such fractional shares;

**RESOLVED FURTHER**, that, upon the Effective Date of the Merger and pursuant to the terms of the Merger Agreement, the Company shall assume the obligations of Sendmail-California under 1998 Stock Option Plan (the "1998 Plan") and shall assume the obligations of Sendmail-California with respect to each unexpired and unexercised option to purchase shares of Common Stock of Sendmail-California that were granted outside any stock option plan and were outstanding immediately prior to the Merger ("Outside Option"). Each option granted under the 1998 Plan to purchase one (1) share of Common Stock of Sendmail-California outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the officers of the Company or option holder, be converted into an option to purchase two (2) fully paid and nonassessable shares of Common Stock of the Company (a "New Option"); provided that no New Option shall be exercisable for fractional shares of the Company's Common Stock, but instead shall be rounded down to and be exercisable for the nearest whole number of shares of the Company's Common Stock at an exercise price equal to one-half of the exercise price stated in the agreement pursuant to which such option was granted;

**RESOLVED FURTHER**, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Merger, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted at this meeting; and

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and under its corporate seal if appropriate, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the States of

Delaware and California in accordance with applicable laws in order to consummate the Merger, and (ii) to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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